

Tambi Brian
Form 4
May 14, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tambi Brian

(Last) (First) (Middle)

C/O INSYS THERAPEUTICS,
INC., 1333 SOUTH SPECTRUM
BLVD, SUITE 100

(Street)

CHANDLER, AZ 85286

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Insys Therapeutics, Inc. [INSY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2018		A		4,000	A	\$ 0
Common Stock	05/10/2018		M		33,654	A	\$ 0.61
Common Stock	05/10/2018		M		68,850	A	\$ 1.62
Common Stock	05/10/2018		M		60,000	A	\$ 3.63
Common Stock	05/10/2018		S		166,504	D	\$ 6.41

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units	<u>(2)</u>	02/21/2018		D		4,000		<u>(3)</u>	<u>(3)</u>	Common Stock	4,000
Stock Option (right to buy)	\$ 0.61 <u>(4)</u>	05/10/2018		M		33,654		<u>(5)</u>	02/21/2020	Common Stock	33,654
Stock Option (right to buy)	\$ 1.62 <u>(4)</u>	05/10/2018		M		68,850		<u>(5)</u>	03/28/2021	Common Stock	68,850
Stock Option (right to buy)	\$ 3.63 <u>(4)</u>	05/10/2018		M		60,000		<u>(5)</u>	05/13/2023	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tambi Brian C/O INSYS THERAPEUTICS, INC. 1333 SOUTH SPECTRUM BLVD, SUITE 100 CHANDLER, AZ 85286	X			

Signatures

/s/ Brian Tambi

05/11/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.28 to \$6.61 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
 - (2) The restricted stock units ("RSUs") vested on the one year anniversary of the date of grant.
 - (3) The exercise price reflects a 3-for-2 forward stock split effected by the Issuer on March 28, 2014 and a 2-for-1 forward stock split effected by the Issuer on June 5, 2015.
 - (4) The option is fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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